

EXHIBIT 1

Bulk Copier/Convenience Copier Replacement Project

June 2004

Girl Scouts of the USA
420 Fifth Ave
NY NY

Introduction: Girl Scouts of the USA, the pre-eminent non-profit organization for the growth and education of young women, has been in existence for over Ninety Seven Years. One of our functions is to provide excellent quality copiers and copying services to all National Headquarters staff. This function is performed by the Office Services Center located at 420 Fifth Ave.

Project Goal: In July 2004, the Girl Scouts of the USA will be replacing all convenience copiers, one color copier and one bulk copier located at 420 Fifth Ave, New York. The date for installation of the new copiers is set for the beginning to mid July, 2004. This is a hard and fast date, due to the operations leading up to and following this date.

Scope: The successful bidder will be responsible for the Project Management of the installation and all training of equipment. In addition, a project schedule will be submitted showing significant activities and milestones.

Bidding: Vendors wishing to bid on this project should return all documentation to Eric B Hill, Manager of National Properties/Office Services, 420 Fifth Ave, New York, NY 10018.

NEW EQUIPMENT**1. Two (2) 85 ppm B/W digital imaging systems with the following:**

- At least 5,000-sheet paper capacity
- 600 x 600 dpi
- 100-sheet document processors
- Finishers with V-Fold, Saddle-Stitch, Multi-Position Stapling
- Post-Process Inserters
- Trimmers
- Printing Systems with PS3 and supporting all platforms
- Scanning Systems with Network scan to file, scan to email, scan to HDD, TWAIN, PDF, TIFF
- NIC Cards

2. Six (6) 40 ppm B/W digital imaging systems with the following:

- At least 2,000-sheet paper capacity
- 600 x 600 dpi
- 100-sheet document processors
- Finishers with multi-position stapling and 2 & 3 hole punching
- Printing Systems with PS3 and supporting all platforms
- Scanning Systems with Network scan to file, scan to email, scan to HDD, TWAIN, PDF, TIFF

4. Four (4) 60 ppm B/W digital imaging systems with the following:

- At lease 4,000-sheet paper capacity
- 600 x 600 dpi
- 100-sheet document processors
- Finishers with multi-position stapling and 2 & 3 hole punching
- Printing Systems with PS3 and supporting all platforms
- Scanning Systems with Network scan to file, scan to email, scan to HDD, TWAIN, PDF, TIFF

5. One (1) 30 ppm COLOR digital imaging system with the following:

- a. At lease 3,000-sheet paper capacity
- b. 600 x 1800 dpi
- c. 100-sheet document processor
- d. Finisher with V-Fold, Saddle-Stitch, Multi-Position Stapling
- e. Duplexing
- f. Must accept up to 140 lb. Index
- g. Fiery Print Controller
- h. Fiery Utilities for Web Scanning

6. Station Folder- One (1) Four Inserter**7. One (1) GBC TL2900 Twin Loop Wire Binder****8. One (1) GBC Digicoll Automatic Coil Inserter with Oversize die for AP2 Punch**

NEW SERVICE PLANS

Black & White Equipment:

Must include 3,480,000 b/w pages annually (be specific about overage policies and costs)
(All service and supplies, except paper & staples)

Color Equipment:

Must included 60,000 color pages annually (be specific about overage policies and costs)
(All service and supplies, except paper & staples)

Folder/Inserter & Digicoll Equipment:

Must include service contract for lease term on the folder-inserter, TL2900 & Digicoll

60 MONTH FMV LEASE

YOUR OFFER MUST INCLUDE THE BUY-OUT OF OUR EXISTING EQUIPMENT LEASES,
WHICH TOTAL \$40,000. YOU WILL WRITE A CHECK TO GIRL SCOUTS OF THE USA FOR
THIS AMOUNT.

THE DEADLINE FOR THIS RFP IS MONDAY, JUNE 14TH , AT 1PM.

!THERE WILL BE NO BID ACCEPTED AFTER 1PM – NO EXCEPTIONS!

EXHIBIT 2

Charles Clarke

From: Hill, Eric [Ehill@girlscouts.org]
Sent: Thursday, June 03, 2004 1:17 PM
To: Cclarke@mdm-btg.com
Subject: RE: RFQ Questions

See below!

Thank you!

Eric!

-----Original Message-----

From: Charles Clarke [mailto:Cclarke@mdm-btg.com]
Sent: Thursday, June 03, 2004 10:32 AM
To: Hill, Eric
Subject: RFQ Questions

Class 1

1. In the 85 cpm category to you have room for two 85 cpm machines with trimming and a color unit. When I did the measurements for the last RFQ this was impossible. Would you consider taking the trimmers off of the K-7075 systems and moving them to the 2 new 85 cpm units? This would give you what you need and you would have the floor space to accommodate this.

No Charlie, I want the trimmers kept on the machines.

2. Do you also require scanning via FTP which would be much faster?

Yes Sir

Class 2.

1. In the 40 cpm category I cannot find any listed models in Buyers Lab which accommodate all of the features listed. Principally the 100 sheet ADF, unless on new machine just came on the market in the last month which has this feature. All digital copiers can accommodate far more than 100 pages for copying due to on board memory. Since documents are first scanned and then printed they are first imputed to memory. Since I couldn't find a machine that actually had a 100 sheet ADF I'm not sure what you intended. Would a 40 or 45 cpm machine with a 50 sheet ADF and large on board memory qualify to meet this spec, if the unit could copy sets of larger than 100 pages or even 200 pages. Example K-7145 or Sharp AR-M450N. Would these units qualify in this RFQ?

Class 4.

1. Most manufacturer's are running engine speed no of 55 cpm and 70 cpm. In fact many 55 cpm machines use scan speed of 70 cpm so the actual running speed of the machine is faster than a traditional 60 cpm unit. Both Konica and Sharp do this. The Konica 7255 runs off of the 70 cpm scanner (ADF). In Sharp the 55 cpm machine has the faster scanner and also has a dual beam scanner allowing for duplex speeds approaching those of 85 cpm units(Example Sharp AR-M550N). Would those units qualify in this RFQ?

Most of the runs are short, who cares about the scan speed.

Class 5.

1. The spec in this is difficult to measure. For one this there really is no dpi standard of 600 X 1800 in color laser copier-printers. The color lasers run at 600 X 600 dpi. Resolutions above this are not true resolutions but rather software algorithms in the machine to create the effect of higher dpi resolutions. Other units utilize smaller more symmetrical toner particles which lay closer together on the page. In other word dpi in itself does not equate to improved image quality.
2. There are no specs for the Fiery controller. Currently you have an external Fiery controller on the Xerox Doc 40. The state of the art Fiery controller is now a Z5 which utilizes a 2 GHz Pentium 4 processor and hard drives up to 60 gig with 512K or better Ram. Most 30 cpm units run off of underpowered embedded fiery controllers X3e at 600 MHz either Pentium III or Celeron. These are not compatible with the other and will reflect drastically on the print speed. Please specify the minimum Fiery requirements for this category.
3. You state that you are looking for a 30 ppm unit with 600 X 1800 dpi. Currently there are no models which can produce full color images at 30 cpm at this resolution. 30 cpm is relegated to lower dpi resolutions.

There are models that meet this criteria.

4. By the looks of this category it appears that you are looking at a major downgrade in color capabilities despite increased color usage at the organization. When we spoke last year and earlier this year when you first put out the RFQ you were looking at upgrading the current color unit.
5. Also when we spoke earlier you were looking at getting a color unit on a 36 or 39 month lease and not on a 60 month lease. A 60 month lease in the color area may pose several problems. First, the technology in this area is changing far more rapidly than that of B&W copiers. Units are getting faster, fiery controllers are getting more robust, document sizes and requirements are increasing and most importantly cost are going down, especially in the operational costs of the units. If you examine your own bills you will note that the service and support costs far outweigh the lease costs. With costs in this area coming down dramatically it will cost you less in the long run to get a shorter lease and upgrade as costs fall.

If I wrap everything in 1 lease I can buyout 1 machine and keep the rest can't I?

Class 6, 7, and 8

Since no copier manufacturer's supply these items and all qualified bidders have to go to the same source to procure these items for you would it make sense to remove them from the RFQ. For example, the only place anyone can purchase a GBC TL2900 is from GBC. Why tie all this up in the copier lease when you can purchase this separately. If you do not wish to exclude can you supply the model equivalent for Class 6 and for Class 8.

Some of the companies bidding have partnerships with GBC and can get better pricing than GSUSA.

EXHIBIT 3

Page 1 of 1

Charles Clarke

From: Hill, Eric [Ehill@girlscouts.org]
Sent: Thursday, June 03, 2004 4:22 PM
To: Cclarke@mdm-btg.com
Subject: RE: Is Something Wrong?

Everything is fine, trust me, I just need to get this done>

Thank you!

Eric!

-----Original Message-----

From: Charles Clarke [mailto:Cclarke@mdm-btg.com]
Sent: Thursday, June 03, 2004 4:01 PM
To: Hill, Eric
Subject: RE: Is Something Wrong?

Thanks, Do you think that if it works to your benefit in terms of price that you might separate the award by category, meaning Xerox gets the color, MDM the satellites, as long as there are only two vendors. I don't have a 40 cpm machine with a 100 sheet adf which is why I asked if you would accept the K-7145 which allows for input of up to 250 pages. The feeder is 50 pages. And seriously I just went to the buyer's lab search engine and can't find a machine that meets this spec. Oh well I'll do the best I can.
Thanks

-----Original Message-----

From: Hill, Eric [mailto:Ehill@girlscouts.org]
Sent: Thursday, June 03, 2004 3:42 PM
To: Cclarke@mdm-btg.com
Subject: RE: Is Something Wrong?

Its not that Charlie< I'm busy, I need to get this done and I don't have a lot of time. I'm leaving the last week in June for vacation and I can't go unless this is done. I have all types of eyes looking over this deal because of the many complaints about the machines on the floors. This RFQ was developed by three people, I can't make adjustments for you, everything has to be the same. Don't get paranoid, just bid.

Thank you!

Eric!

-----Original Message-----

From: Charles Clarke [mailto:Cclarke@mdm-btg.com]
Sent: Thursday, June 03, 2004 3:20 PM
To: Hill, Eric
Subject: Is Something Wrong?

I know you too long and I'm getting the feeling there's a problem. It looks like from the RFQ you have someone else in mind to move forward with. I certainly will understand if that's the case but we've known each other for a long time now. Give me a call on my cell 732-859-3436. No hard feelings.

EXHIBIT 4

Charles Clarke

From: Hill, Eric [Ehill@girlscouts.org]
Sent: Tuesday, June 08, 2004 4:43 PM
To: CClarke@MDM-BTG.com
Subject: Re: Folder Inserter

Charlie,

Just quote, why are you making this so difficult, make your bid and we'll talk later.
Come on Charlie, I got way more important things going on than this bid. Bid and let's move on.

-----Original Message-----

From: Charles Clarke <Cclarke@mdm-btg.com>
To: Hill, Eric <Ehill@girlscouts.org>
Sent: Tue Jun 08 16:30:01 2004
Subject: Folder Inserter

I spoke with a distributor of folder inserters. He told me it was impossible to know what type of machine you are looking for from the bid spec. There are several ways to read this spec. Please provide an example of this model. I have been asking this same question for nearly on week. Thank you.

EXHIBIT 5



BUSINESS TECHNOLOGIES GROUP, INC.

1 East 33rd St. New York, NY 10016 (212) 843-6700 Fax (212) 843-6701
E-mail: sales@mdm-btg.com Web site: www.mdm-btg.com

To Bill Kowack – Girl Scouts of the USA
From Charles Clarke – MDM Business Technologies Group, Inc.

Date 6-28, 2004

Based upon my inside knowledge of the Girl Scout Account, enclosed is a spec for new equipment which I feel would better serve the Girl Scouts. The analysis and spec is based upon the following:

1. Printing to convenience copiers will not improve efficiency will not provide either cost benefits to GSA and will reduce the reliability of the convenience copiers.
2. Color copy and print volume at the Girl Scouts will continue to increase 25% per year. The cost to produce color prints and copies will be lower in the future than the present. A 30 cpm under powered unit will not survive a 60 month lease.
3. Convenience copiers will not be reliable for the full 5 year lease forcing the Girl Scouts to payoff the leases prematurely. If you look at the convenience copiers at the Girl Scouts over the past ten years you will see that you always upgraded them after 3 years due to equipment reliability. If you add new features such as print and scan and increase the demand for the device this will lower the equipment reliability.
4. Space limitations inside the Copy Center prohibit the use of additional equipment with both finishers and trimmers. There is room for only one unit with a trimmer. Since there are already two other units with trimmers perhaps having a 100 sheet stapler would provide a better and different finishing option.
5. Payoff of existing Xerox Doc Color 40 agreement. The RFQ showed a buy out of \$40,000. The Girl Scouts will not be buyout out the equipment but only paying off the lease obligation.. This amount will be far less than the \$40,000 shown in the proposal. I will be happy to assist you in getting the lowest possible figure on this lease. I expect this number to be more in the neighborhood of \$12,000 to \$15,000 and not the \$40,000 as proposed in the RFQ.
6. Girl Scouts have requested direct billing in the past whenever possible due to dissatisfaction with leasing companies. MDM will provide a direct rental for the convenience copiers on the 36 month lease.

K-7255 (3) 36 Months

Xerox Buyout	\$ 283.00	\$ 283
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Formax 644 60 Months	\$ 438.89	\$2,450/yr	\$ 439.89
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GBC 2900

GBC Digicoil

Total Monthly Payment	\$8068.89
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My previous bid based upon your spec was \$8,331.89 per month for a 60 month term on plan one and \$9,161.89 for plan two. In this new bid you get a production level color copier faster and more productive than the Doc Color 40 plus a K-7085. All of the convenience machines are on a 30 month lease. After the 30 months MTD could set up

If you wanted to add print to the above the additional cost per month would be \$598 per month.

In this submission I included three hole punch but eliminated large capacity paper trays on the three K-7255 as the copy volumes are so low. The LCC would run an additional \$125 per month.

and asked that MDM not use a lease when we put the Konica 7075 in the distribution center in New Jersey. This unit is being rented to the Girl Scouts directly from MDM. This is another benefit to GSA. Since as you know, in a typical lease equipment is sold by the vendor directly to a bank or leasing company, thereby losing all rights and control. By holding the paper directly MDM can allow for upgrades or downgrades based upon future business needs.

Please call me with any questions; I apologize for the format of this proposal but I wanted to give you the opportunity to see an alternative to your current RFQ. Obviously this could be modified to better suit your business requirements.

Sincerely,



Charles Clarke
Vice President